

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF OHIO
WESTERN DIVISION (AT DAYTON)

In re HUFFY CORP. SECURITIES
LITIGATION

) Lead Case No. 3:05cv0028

)
) CLASS ACTION

This Document Relates To:

) Judge Walter Herbert Rice

) Magistrate Judge Sharon L. Ovington

ALL ACTIONS.

DECLARATION OF DENNIS J. HERMAN IN SUPPORT OF LEAD PLAINTIFFS' MOTION
FOR CLASS CERTIFICATION

COUGHLIN STOIA GELLER
RUDMAN & ROBBINS LLP
DENNIS J. HERMAN
WILLOW E. RADCLIFFE
AELISH M. BAIG
S. ASHAR AHMED
100 Pine Street, Suite 2600
San Francisco, CA 94111
Telephone: 415/288-4545
415/288-4534 (fax)

Lead Counsel for Plaintiffs

STRAUSS & TROY
RICHARD S. WAYNE (0022390)
WILLIAM K. FLYNN (0029536)
THOMAS P. GLASS (00623820)
Federal Reserve Building
150 East Fourth Street
Cincinnati, OH 45202-4018
Telephone: 513/621-2120
513/241-8259 (fax)

Liaison Counsel

I, Dennis J. Herman, declare as follows:

1. I am an attorney duly licensed to practice before all of the courts of the State of California and admitted *pro hac vice* in this case. I am a member of the law firm of Coughlin Stoia Geller Rudman & Robbins LLP, one of the counsel of record for plaintiffs in the above-entitled action. I have personal knowledge of the matters stated herein and, if called upon, I could and would competently testify thereto.

2. True and correct copies of the following documents are attached to the Appendix in Support of Lead Plaintiffs' Motion for Class Certification, filed herewith:

- Exhibit 1: 03/04/2004 Coughlin Stoia Geller Rudman & Robbins LLP Firm Resume
- Exhibit 2: 05/21/2002 Report from KPMG Re: Project Blue Jay (HUF0030712-43)
- Exhibit 3: 11/19/2003 Report - Huffly Corporation Business Improvement Plan (RWL001952-68)
- Exhibit 4: 05/29/2002 Memo from Don R. Graber to Jamie Salter and Kenny Finkelstein Re: WORKING CAPITAL (HUF0202769-71)
- Exhibit 5: 07/09/2003 Email from Jason Bruewer to Geoff Brownrigg, Paul D'Aloia, Kenny Finkelstein, Ron Golobish, Don Graber, joe Grosskopf, Tim Howard, James Kreider, Bob Lafferty, Jeff Matthews, Nancy Michaud, Sandra Mortakis, Gordon Panek, Jamie Salter & Randy Schickert Re: cash flow forecast for period ending 8/15 (HUF0071539-40)
- Exhibit 6: 12/10/2002 Memo from Don Graber to James Salter Re: Q4 (HUF0005259)
- Exhibit 7: 01/10/2003 Memo from Don R. Graber to Jamie Salter Re: FEEDBACK ON TORONTO VISIT – JANUARY 8, 2003 (HUF0068079-80)
- Exhibit 8: 11/11/2002 Memo from Kenny Finkelstein and James Salter to Don Graber and Bob Lafferty re: Quarterly Representation (HUF0088180-83)
- Exhibit 9: 10/09/2003 Memo from Kenny Finkelstein to Don Graber, Tim Howard and Bod Lafferty Re: Quarterly Representation (HUF0076692-96)
- Exhibit 10: 04/10/2003 Memo from Don R. Graber to Jamie Salter Re: APRIL 6-8 GEN-X MEETING – FEEDBACK (HUF0068021-22)
- Exhibit 11: 04/03/2003 Memo from Don R. Graber to Jamie Salter and Kenny Finkelstein Re: SG&A (HUF0068051)

- Exhibit 12: 04/16/2003 Memo from Don R. Graber to Jamie Salter and Kenny Finkelstein Re: AIRFREIGHT – PHILOSOPHY (HUF0068010)
- Exhibit 13: 04/28/2003 Memo from Don Graber to James Salter Re: BOARD MEETING AT GEN-X SPORTS GROUP (HUF0067999-8000)
- Exhibit 14: 05/19/2003 Memo from Don Graber to James Salter Re: Coaching - - Q2 and Year Latest Estimate - - Follow-up to our Discussion on Saturday (May 17) Phone Call (HUF0067979-80)
- Exhibit 15: 05/19/2003 Memo from Don Graber to Bob Lafferty Re: Performance - - Finance Function (HUF0033591-93)
- Exhibit 16: 02/2/2004 Performance Review of Robert W. Lafferty (HUF0006031-33)
- Exhibit 17: 07/23/2003 Memo from Don Graber to James Salter Re: July 21, 2003 OPS Review Follow-up (HUF0067268-69)
- Exhibit 18: 08/24/2004 Memo from Bob Lafferty to Paul D'Aloia, Don Graber, Tony Huffman, Don Miller, Jim Robeson, Tom Sullivan, Joe Viviano, Gerry Wasserman Re: Canadian Withholding Taxes on Ableco Term Loan (HUF0002630-31)
- Exhibit 19: 09/02/2003 Memo from Don Graber to John Collins, Paul D'Aloia, Kenneth Finkelstein Re: Working Capital - - Excessive Usage (HUF0005255)
- Exhibit 20: 09/02/2003 Memo from Don R. Graber to Tony Huffmaa, Linda Keene, Don Miller, Jim Robeson, Tom Sullivan, Joe Viviano, Gerry Wasserman Re: OPERATIONS UPDATE (HUF0107182)
- Exhibit 21: 09/10/2003 Memo from Don Graber to James Salter, Kenneth Finkelstein Re: Follow-up Items – September 9, 2003 Visit (HUF0067881-82)
- Exhibit 22: 10/30/2003 Letter from Don Graber to James Salter, Kenneth Finkelstein Re: 2004 Employment Discussions (HUF0005227-29)
- Exhibit 23: 10/22/2003 Memo from Don Graber to James Salter Re: Gen-X OPP Recap Discussions (HUF0005231)
- Exhibit 24: 11/05/2003 Memo from Don Graber to James Salter, Kenneth Finkelstein, Rick White Re: Working Capital - - Opportunity Business (HUF0068530-33)
- Exhibit 25: 10/03/2003 Memo from Don R. Graber and Paul R. D'Aloia to Tony Huffman, Linda Keene, Don Miller, Jim Robeson, Tom Sullivan, Joe Viviano, Gerry Wasserman Re: OPERATIONS UPDATE (HUF00103291-92)
- Exhibit 26: 11/11/2003 Memo from Bob Lafferty to Corporate Officers Re: Issues to be Addressed Immediately (HUF0037337-39)

- Exhibit 27a: 4/16/2002 – 08/13/ 2004 Huffly Corporation Daily Stock Price and Volume
- Exhibit 27b: 4/16/2002 – 08/13/2004 S&P 600 Small Cap Index Daily Stock Price and Volume
- Exhibit 27c: 09/10/2003 Press Release - PRNewswire Re: Huffly Corporation Experiences Disappointing August
- Exhibit 27d: 12/01/2003 Press Release - PRNewswire Re: Huffly Corporation Sees Challenging Fourth Quarter
- Exhibit 27e: 01/15/2004 Press Release - PRNewswire Re: Huffly Corporation Sees Fourth Quarter Earnings Shortfall
- Exhibit 27f: 02/17/2004 Press Release - PRNewswire Re: Huffly Corporation Posts Loss for Fourth Quarter and Year
- Exhibit 27g: 04/13/2004 Press Release - PRNewswire Re: Huffly Corporation Sees Significant First Quarter Loss
- Exhibit 27h: 04/29/2004 Press Release - PRNewswire Re: Huffly Corporation Retains Lazard Freres – Updates Guidance
- Exhibit 27i: 05/03/2004 Article - Dayton Business Journal Re: Huffly Stock off 25.7%
- Exhibit 27j: 05/05/2004 PiperJaffray Analyst Report - Re: Huffly Corporation Market Perform
- Exhibit 27k: 05/06/2004 Press Release - PRNewswire Re: Huffly Corporation Elects to Move First Quarter Earnings Release
- Exhibit 27l: 05/10/2004 Article - Thomson Media Inc. Re: Huffly Hangs Itself Out for a Sale
- Exhibit 27m: 05/17/2004 Press Release - PRNewswire Re: Huffly Corporation Elects to Move First Quarter Earnings Release
- Exhibit 27n: 05/24/2004 Press Release - PRNewswire Re: Huffly Corporation Delays Filing Form 10-Q
- Exhibit 27o: 08/13/2004 Press Release - PRNewswire Re: John A. Muskovich Named Chief Operating Officer – Huffly Corporation to Restate 2003 Financial Statements
- Exhibit 28: 04/19/02 – 08/13/04 Huffly Corporation Stock Weekly Trading Volume
- Exhibit 29: 06/10/2003 Huffly Corporation Form S-3
- Exhibit 30: Benson Associates, LLC; David L. Babson & Company Inc.; Dimensional Fund; Wells Fargo & Company Schedule 13Gs Relating to Common Stock of Huffly Corporation

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed this 6th day of March, 2009, at San Francisco, California.

/s/ Dennis J. Herman

DENNIS J. HERMAN

Admitted *Pro Hac Vice*

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CERTIFICATE OF SERVICE

I hereby certify that on March 6, 2009, I electronically filed the foregoing with the Clerk of the Court using the CM/ECF system which will send notification of such filing to the e-mail addresses denoted on the attached Electronic Mail Notice List, and I hereby certify that I have mailed the foregoing document or paper via the United States Postal Service to the non-CM/ECF participants indicated on the attached Manual Notice List.

I certify under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed on March 6, 2009.

/s/ Dennis J. Herman

DENNIS J. HERMAN

COUGHLIN STOIA GELLER
RUDMAN & ROBBINS LLP
100 Pine Street, 26th Floor
San Francisco, CA 94111
Telephone: 415/288-4545
415/288-4534 (fax)

E-mail: Dennish@csgrr.com

Mailing Information for a Case 3:05-cv-00028-WHR

Electronic Mail Notice List

The following are those who are currently on the list to receive e-mail notices for this case.

- **Sayed Ashar Ahmed**
aahmed@csgrr.com
- **James Edward Arnold**
jarnold@arnlaw.com,tashby@arnlaw.com
- **Aelish M Baig**
aelishb@csgrr.com.com
- **William Kendall Flynn**
wkflynn@strausstroy.com,rlshapiro@strausstroy.com,fmtuttle@strausstroy.com
- **Martin A Foos**
mfoos@ficlaw.com
- **Nelson Eugene Genshaft**
neg@columbuslawyer.net
- **Thomas P Glass**
tpglass@strausstroy.com,dkhilling@strausstroy.com
- **Donald Jeffrey Ireland**
djireland@ficlaw.com,lchasteen@ficlaw.com
- **Jack Landskroner**
jack@landskronerlaw.com,debra@landskronerlaw.com
- **Willow E Radcliffe**
willowr@csgrr.com
- **Richard Stuart Wayne**
rswayne@strausstroy.com,acjansen@strausstroy.com

Manual Notice List

The following is the list of attorneys who are **not** on the list to receive e-mail notices for this case (who therefore require manual noticing). You may wish to use your mouse to select and copy this list into your word processing program in order to create notices or labels for these recipients.

Alaska Hotel Group
150 E. Fourth Street
Cincinnati, OH 45202

Arnold Buehler
Landskroner-Grieco-Madden, Ltd.
1360 West 9th Street, Ste. 200
Cleveland, OH 44113